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RECORDATION NO 17023 - C
FILED

1-197A042

JUL 16 1991 -2 15 PM

INTERSTATE COMMERCE COMMISSION

June 28, 1991

Secretary
Interstate Commerce Commission
Attention: Recordation Unit
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Mrs. Mildred Lee:

On behalf of CSX Transportation, Inc., enclosed for filing and recording under 49 U.S.C. section 11303(a) and the regulations promulgated thereunder, are five originals and two executed counterparts of a secondary document, not previously recorded, entitled LEASE AND INDENTURE SUPPLEMENT No. 2 dated as of June 1, 1991.

The parties to the enclosed amendment are:

Mercantile - Safe Deposit and Trust Company
(as Indenture Trustee)
2 Hopkins Plaza
P.O. box 2258
Baltimore, MD 21203

CSX Transportation Inc.
(as Lessee)
100 North Charles St.
Baltimore, MD 21201

Wilmington Trust Company
(as Owner Trustee)
1100 Market Street
Wilmington, Delaware 19890

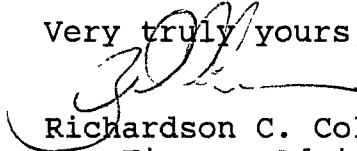
JUL 16 1991

The enclosed document, among other things, amends the sections as enumerated herein of the equipment Lease Agreement No. 2, among Wilmington Trust Company, as Lessor and CSX Transportation Inc., as Lessee, dated as of September 27, 1990 which was recorded with the Interstate Commerce Commission on September 27, 1990 and assigned recordation no. 17023, which was subsequently supplemented by the parties thereto by the execution and recording of Lease and Indenture Supplement No. 1, dated as of September 27, 1990 and assigned recordation no. 17023-B.

Enclosed is a check in the amount of \$15.00 as payment for the filing fee.

Once the filing has been made, please return to the undersigned, all remaining stamped copies of the LEASE AND INDENTURE SUPPLEMENT NO. 2 not needed for your files, together with the fee receipt, a copy of the letter from the ICC acknowledging the filing, and an extra copy of this letter of transmittal.

Very truly yours,



Richardson C. Cole
Director Finance Administration

cc: A.B. Aftoora
R.F. Hochwarth

Enclosures

REGISTRATION NO. 17023-C FILED 1425

JUL 16 1991 -2 15 PM

LEASE AND INDENTURE SUPPLEMENT NO. 2

INTERSTATE COMMERCE COMMISSION

THIS LEASE AND INDENTURE SUPPLEMENT No. 2, dated June 1, 1991, among Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("Lessor" or "Owner Trustee") under that certain Trust Agreement No. 2, dated as of September 1, 1990 (the "Trust Agreement") with Chase Manhattan Service Corporation, (the "Owner Participant"), CSX Transportation, Inc., a Virginia corporation ("Lessee") and Mercantile-Safe Deposit and Trust Company, a Maryland trust company, not in its individual capacity but solely as Indenture Trustee (the "Indenture Trustee").

WHEREAS, Lessor, Lessee and the Indenture Trustee have, with the other parties thereto, heretofore entered into a Participation Agreement No. 2 (the "Participation Agreement"), Lessor and Lessee have heretofore entered into a Lease Agreement No. 2 (the "Lease"), and the Indenture Trustee and Owner Trustee have heretofore entered into an Indenture and Security Agreement No. 2 (the "Indenture"), each dated as of September 1, 1990 (capitalized terms used herein without definitions having the respective meanings set forth in Appendix X to the lease);

NOW, THEREFORE, in consideration of the premises and for good and sufficient consideration, Lessor, Lessee and Indenture Trustee hereby agree as follows:

1. The Lessee hereby confirms to Lessor and the Indenture Trustee that Lessee has identified two unit initials and numbers on the Railcars that need to be corrected.

The correction should be made as follows:

DELETE Initial & Number	REPLACE Initial & Number	Car Type
CSXT 383189	CSXT 384629	Bathtub Gondola
CSXT 383879	CSXT 384702	Bathtub Gondola

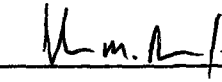
2. This Lease and Indenture Supplement No. 2, dated as of June 1, 1991 amends the description of items of Equipment in Schedule 1 of that certain Lease Agreement No. 2 and Indenture Supplement No. 1, dated as of September 1, 1990 and September 27, 1990, respectively.
3. All of the provisions of the Lease Agreement No. 2 and the Indenture are hereby incorporated by reference in this Lease and Indenture Supplement No. 2 to the same extent as if fully set forth herein.
4. This Lease and Indenture Supplement No. 2 may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.
5. This Lease and Indenture Supplement No. 2 is being delivered in the State of New York and shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.
6. The Lessee will cause this Instrument to be filed and recorded with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303.

IN WITNESS WHEREOF, Lessor, Lessee and Indenture Trustee have caused this Lease and Indenture Supplement No. 2 to be duly executed by the following parties:

Lessor/ Owner Trustee

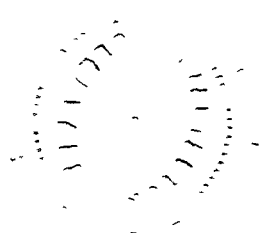
Wilmington Trust Company,
not in its individual capac-
ity but solely as Owner Trustee

By



Authorized Officer

John M. Beeson, Jr.
Assistant Vice President



(Corporate Seal)

Lessee

CSX Transportation, Inc.

By

Treasurer

(Corporate Seal)

Indenture Trustee

Mercantile-Safe Deposit
and Trust Company,

not in its individual capacity
but solely as Indenture Trustee

By

Authorized Officer

(Corporate Seal)

IN WITNESS WHEREOF, Lessor, Lessee and Indenture Trustee have caused this Lease and Indenture Supplement No. 2 to be duly executed by the following parties:

Lessor/ Owner Trustee

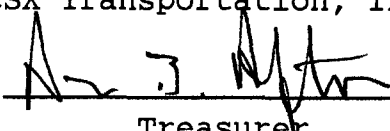
Wilmington Trust Company,
not in its individual capacity but solely as Owner Trustee

By _____
Authorized Officer

(Corporate Seal)

Lessee

CSX Transportation, Inc.

By  _____
Treasurer

(Corporate Seal)

Indenture Trustee

Mercantile-Safe Deposit
and Trust Company,

not in its individual capacity
but solely as Indenture Trustee

By  _____
Authorized Officer

(Corporate Seal)

STATE OF Delaware)
COUNTY OF New Castle) SS:

On this 20th day of June, 1991, before me personally appeared John F. [unclear], to me personally known, who being by me duly sworn, says that he is an Authorized Officer of Wilmington Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said Company, that said instrument was signed and sealed on behalf of said Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

Roseline K. Maney
Notary Public

My Commission expires ROSELINE K. MANEY
NOTARY PUBLIC
My Commission expires March 23, 1993

(NOTARIAL SEAL)

STATE OF Maryland)
CITY OF Baltimore) SS:

On this 3 day of June, 1991, before me personally appeared Mr. A.B. Aftoora, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of CSX Transportation, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said Company, that said instrument was signed and sealed on behalf of said Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

Notary Public

My Commission expires _____

(NOTARIAL SEAL)

STATE OF _____)
) SS:
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of Wilmington Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said Company, that said instrument was signed and sealed on behalf of said Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

Notary Public

My Commission expires _____

(NOTARIAL SEAL)

STATE OF Maryland)
) SS:
CITY OF Baltimore)

On this ^{17th} ~~3~~ day of June, 1991, before me personally appeared Mr. A.B. Aftoora, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of CSX Transportation, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said Company, that said instrument was signed and sealed on behalf of said Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.



My Commission expires _____

Beulah M. McCauley
Notary Public

11-1-93

(NOTARIAL SEAL)

STATE OF Maryland)
) SS:
CITY OF Baltimore)

On this 24TH day of June, 1991, before me personally appeared Robert D. Brown, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said Company, that said instrument was signed and sealed on behalf of said Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

Michael R. Pappas
Notary Public

My Commission expires

OCT 22 1994

(NOTARIAL SEAL)